



CONSTITUTION

30th November 2014
Version 1.2

Modification History

Table 1.0 below is used to record the modification history & track all changes in this document.

Record of changes		
Issue	Date	Detail of Changes
1.0	30/06/1993	First Version
1.1	30/11/2013	Updates sections to change "Chairman to "Chairperson" from SAS AGM on 17/11/2013. Made changes Headings from letter to numbers & references to clauses, to letters to numbers. Inserted a Table of Contents.
1.2	30/11/2014	Increased maximum committee size from 12 to 15. Section 7(1).

Table 1.0 Record of Changes

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1. Name

The name of the Association is Sunderland Astronomical Society hereafter referred to as “the Society”).

2. Administration

Subject to the matters set out below the Society and its property shall be administered and managed in accordance with this constitution by the members of the Executive Committee, constituted by clause 7 of this constitution (“the Executive Committee”).

3. Objects

The objects of the society are:

- i. To advance the education of the public in the science of Astronomy and related subjects, specifically by the running and maintenance of an observatory.

4. Powers

In furtherance of the objects but not otherwise the Executive Committee may exercise the following powers:

- i. Power to raise funds and to invite and receive contributions provided that in raising funds the Executive Committee shall not undertake any substantial Permanent trading activities and shall conform to any relevant requirements of the law;
- ii. Power to buy, take on lease or in exchange any property necessary for the achievement of the objects and to maintain and equip it for use;
- iii. Power subject to any consents required by law to sell, lease or dispose of all or any part of the property of the Society;
- iv. Power subject to any consents required by law to borrow money and to charge all or any part of the property of the Society with repayment of the money so borrowed;
- v. Power to employ such staff (who shall not be members of the Executive Committee) as are necessary for the proper pursuit of the objects and to make all reasonable and necessary provision for the payment of pensions and superannuation for staff and their dependants;
- vi. Power to co-operate with other charities, voluntary bodies and statutory authorities operating in furtherance the objects or of similar charitable purposes and to exchange

information and advice with them;

- vii. Power to establish or support any charitable trusts, associations or institutions formed for all or any of the objects;
- viii. Power to appoint and constitute such advisory committees as the Executive Committee may think fit;
- ix. Power to preserve all astronomically related historical material linked with the City of Sunderland and of observer's resident therein by all lawful means.
- x. Power to do all such other lawful things as are necessary for the achievement of the objects.

5. Membership

- (1) Membership of the Society shall be open to any person over 18 years of age interested in furthering the objects and who has paid the annual subscription laid down from time to time by the Executive Committee, regardless of nationality, age, race, ethnic or national origin, gender, sexual orientation, colour, disability, political or religious belief.
- (2) Persons below 18 years of age will be eligible to join the junior section of the Society and shall be allowed to speak but not vote at General Meetings. Minors need to be accompanied by a parent or guardian at all times during Society activities.
- (3) Every member shall have one vote.
- (4) The Executive committee may Grant Honorary life membership. Any such life members shall possess the same rights as the ordinary members.
- (5) The Executive Committee may grant the honorary title of President to a member of the society. The President shall retain the same rights as the ordinary members. The title of President may be withdrawn from the member, if deemed appropriate, by majority vote of the Executive Committee.
- (6) The Executive Committee may, by unanimous vote and for good reason, terminate the membership (including honorary life membership) of any individual, provided that the individual concerned shall have the right to be heard by the Executive Committee, accompanied by a friend, before a final decision is made.

6. Honorary Officers

At the Annual General Meeting (AGM) of the Society the members shall elect from amongst themselves a Chairperson, a Vice-Chairperson, a Secretary and a Treasurer, who shall hold office from the conclusion of that meeting.

7. Executive Committee

- (1) The Executive Committee shall consist of not less than 4 members nor more than 15 members being:
 - i. The honorary officers specified in the preceding clause;
 - ii. No less than 1 and not more than 8 members elected at the annual general meeting who shall hold office from the conclusion of that meeting;
- (2) All the members of the Executive Committee shall retire from office together at the end of the annual general meeting next after the date on which they came into office but they may be re-elected or re-appointed.
- (3) The proceedings of the Executive Committee shall not be invalidated by any vacancy among their number or by any failure to appoint or any defect in the appointment or qualification of a member.
- (4) The proceedings of the Executive Committee shall not be invalidated by any vacancy among their number or by any failure to appoint or any defect in the appointment or qualification of a member.
- (5) Nobody shall be appointed as a member of the Executive Committee who is aged under 18 or who would if appointed be disqualified under the provisions of the following clause.

8. Determination of Membership of Executive Committee

A member of the Executive Committee shall cease to hold office if he or she:

- (1) Is disqualified from acting as a member of the Executive Committee by virtue of section 45 of the Charities Act 1992 (or any statutory re-enactment or modifications of that provision);
- (2) Becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;
- (3) Is absent without the permission of the Executive Committee from all their meetings held within a period of six months and the Executive Committee resolve that his or her office be vacated; or
- (4) Notifies to the Executive Committee a wish to resign (but only if at least three members of the Executive Committee will remain in office when the notice of resignation is to take effect).

9. Executive Committee Members not to be personally interested

- (1) Subject to the provisions of sub-clause (2) of this clause no member of the Executive Committee shall acquire any interest in property belonging to the Society (otherwise than as a trustee for the Charity) or receive remuneration or be interested (otherwise than as a member of the Executive Committee) in any contract entered into by the Executive Committee.
- (2) Any member of the Executive Committee for the time being who is a solicitor, accountant or other person engaged in a profession may charge and be paid all the usual professional charges for business done by him or her or his or her firm when instructed by the other members of the Executive Committee to act in a professional capacity on behalf of the Society:
 - i. Provided that at no time shall a majority of the members of the Executive Committee benefit under this provision and that a member of the Executive Committee shall withdraw from any meeting at which his or her own instruction or remuneration, or
 - ii. That of his or her firm, is under discussion.

10. Meetings and proceedings of the Executive Committee

- (1) The Executive Committee shall hold at least twelve ordinary meetings each year. A special meeting may be called at any time by the Chairperson or by any two members of the Executive Committee upon not less than 4 days' notice being given to the other members of the Executive Committee of the matters to be discussed but if the members include an appointment of a co-opted member then not less than 21 days' notice must be given.
- (2) The Chairperson shall act as Chairperson at meetings of the Executive Committee. If the Chairperson is absent from any meeting, the members of the Executive Committee present shall choose one of their number to be Chairperson of the meeting before any other business is transacted.
- (3) There shall be a quorum when at least one third of the number of members of the Executive Committee for the time being or three members of the Executive Committee, whichever is the greater, are present at a meeting.
- (4) Every matter shall be determined by a majority of votes of the members of the Executive Committee present and voting on the question but in the case of equality of votes the Chairperson of the meeting shall have a second or casting vote.
- (5) The Executive Committee shall keep minutes, in books kept for the purpose, of the proceedings at meetings of the Executive Committee and any Charity.

- (6) The Executive Committee may from time to time make and alter rules for the conduct of their business, the summoning and conduct of their meeting and the custody of documents. No rule may be made which is inconsistent with this constitution.
- (7) The Executive Committee may appoint one or more sub-committees consisting of three or more members of the Executive Committee for the purpose of making any inquiry or supervising or performing any function or duty which in the opinion of the Executive Committee would be more conveniently undertaken or carried out by a sub-committee: provided that all acts and proceedings of any such sub-committees shall be fully and promptly reported to the Executive Committee.

12. Receipts and expenditure

- (1) The funds of the Society, including all donations contributions and bequests shall be paid into an account operated by the Executive Committee in the name of the Society at such bank as the Executive Committee shall from time to time decide. All cheques drawn on the account shall require the signatures of any two of: Chairperson, Vice-Chairperson, Secretary, Treasurer.
- (2) The fund belonging to the Society shall be applied only in furthering the objects.

13. Property

- (1) Subject to the provisions of sub-clause (2) of this clause, the Executive Committee shall cause the title to:
 - i. All land held by in trust for the Society which is not vested in the official Custodian; and
 - ii. All investments held by or on behalf of the Society;
- (2) To be vested either in a corporation entitled to act as custodian trustee or in not less than three individuals appointed by them as holding trustees. Holding trustees may be removed by the Executive Committee at their pleasure and shall act in accordance with the lawful directions of the Executive Committee. Provided they act only in accordance with the lawful directions of the Executive Committee, the holding trustees shall not be liable for the acts and defaults of its members.
- (3) If a corporation entitled to act as custodian trustee has not been appointed to hold the property of the Society, the Executive Committee may permit any investments held by or in trust for the Society to be held in the name of a clearing bank, trust corporation or any stock broking company which is a member of the Interactional Stock Exchange (or any subsidiary of any such stock broking company) as nominee for the Executive Committee, and may pay such a nominee reasonable and proper remuneration for acting as such.

14. Accounts

The Executive Committee shall comply with their obligations under the Charities Act 1992 (or any statutory re-enactment or modification of that Act) with regard to:

- (1) The keeping of accounting records for the Society;
- (2) The preparation of annual statements of account for the Society;
- (3) The auditing or independent examination of the statements of account of the Society; and
- (4) The transmission of the statement of account of the Society to the Commissioners.

15. Annual Report

The Executive Committee shall comply with their obligations under the Charities Act 1992 (or any statutory re-enactment or modifications of that Act) with regard to the preparations of an annual report and its transmission to the Commissioners.

16. Annual Return

The Executive Committee shall comply with their obligations under the Charities Act 1992 (or any statutory re-enactment or modifications of that Act) with regard to the preparation of an annual return and its transmission to the Commissioners.

17. Annual General Meeting

- (1) There shall be an annual general meeting of the Society which shall be held on the month of November in each year or as soon as practicable thereafter.
- (2) Every annual general meeting shall be called by the Executive Committee. The secretary shall give at least 21 days' notice of the annual general meeting to all the members of the Society. All the members of the Society shall be entitled to attend and vote at the meeting.
- (3) The Executive Committee shall present to each annual general meeting the report and accounts of the Society for the preceding year.
- (4) Nominations for election to the Executive Committee must be made by members of the Society in writing and must be in the hands of the secretary of the Executive Committee at least 14 days before the annual general meeting. Should nominations exceed vacancies, election shall be by ballot.

18. Special General Meetings

The Executive Committee may call a special general meeting of the Society at any time. If at least six members request such a meeting in writing stating the business to be considered the secretary shall call such a meeting. At least 21 days' notice must be given. The notice must state the business to be discussed.

19. Procedure at General Meetings

- (1) The secretary or other person specially appointed by the Executive Committee shall keep a full record at every general meeting of the Society.
- (2) There shall be a quorum when at least one tenth of the number of members of the Society for the time being or six members of the Society, whichever is the greater, are present at any general meeting.

20. Notices

Any notice required to be served on any member of the Society shall be in writing and shall be served by the secretary or the Executive Committee on any member either personally or by sending it through the post in a prepaid letter addressed to such member at his or her known address in the United Kingdom, and any letters so sent shall be deemed to have been received within 10 days of posting.

21. Alterations to the Constitution

- (1) Subject to the following provisions of this clause the Constitution may be altered by a resolution passed by not less than two thirds of the members present and voting at a general meeting. The notice of the general meeting must include notice of the resolution, setting out the terms and alteration proposed.
- (2) No amendment may be made to clause 1 (the name of Society clause), clause 3 (the objects clause), clause 9 (Executive Committee members not to be personally interested clause), clause 21 (the dissolution clause) or this clause without the prior consent in writing of the Commissioners.
- (3) No amendment may be made which would have the effect of making the Society cease to be a charity at law.
- (4) The Executive Committee should promptly send to the Commissioners a copy of any amendment made under this clause.

22. Dissolution

If the Executive Committee decides that it is necessary or advisable to dissolve the Society it shall call a meeting of the Society, of which not less than 21 days' notice (stating the items of the resolution to be proposed) shall be given.

If the proposal is confirmed by a two-thirds majority of those present and voting the Executive Committee shall have power to release any assets held by or on behalf of the Society.

Any assets remaining after the satisfaction of any proper debts and liabilities shall be given or transferred to such other charitable institution or institutions having objects similar to the objects of the Society as the members of the Society may determine or failing that shall be applied for some other charitable purpose. A copy of the statement of accounts, or account and statement, for the final accounting period of the Society must be sent to the Commissioners.

This constitution was adopted on the date mentioned above by the persons whose signatures appear at the bottom of this document.

Signed:

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